

“EXHIBIT A”

Introduction and Overview

As a member of Town Council, you not only establish important and sometimes critical policies for the community, but you are also a board member of a public corporation having close to a million-dollar annual budget. The scope of services and issues addressed by the Council go well beyond those often reported in the news media. The Council shall have the power in the name of the Town to do and perform all acts and things appropriate to a municipal corporation under its Charter, and the general welfare of its residents and property owners which are not specifically forbidden by the Constitution and the Laws of the State of Delaware.

It is important to note that the Council acts as a body. With few exceptions, no member has any extraordinary powers beyond those of other members. While the Mayor, Deputy Mayor, Secretary and Treasurer have some additional ceremonial and administrative responsibilities, in the establishment of policies, voting, and in other significant areas, all members are equal. Policy is established by the affirmative vote of a majority of the members voting thereon. While individual members may disagree with decisions of the majority, a decision of the majority does bind the Council to a course of action unless a supermajority is specifically required. It is the Town Staff’s responsibility to ensure the policy of the Council is upheld and implemented.

The Town of Millville has prepared its own procedures manual to assist the Council by documenting accepted practices and clarifying expectations. Through agreement of the Council to follow and uphold these practices and guidelines, the administration of Council activities is greatly enhanced.

Procedures are established so that expectations and practices can be clearly articulated to guide Council members in their actions, while at the same time attempting not to be overly restrictive.

This manual of procedures provides a summary of important aspects of Council activities. However, it cannot incorporate all material and information necessary for undertaking the business of a Council. Many other laws, plans, and documents exist

which bind the Council to certain courses of action and practices to the extent that this manual is inconsistent now or in the future with a controlling law, plan or other document, this manual is supplanted. Summaries of some of the most notable documents, which establish Council direction are the following:

- **Code of the Town of Millville:** The Town Code contains local laws and regulations by ordinances. The Town Code may be changed by an affirmative vote of a majority of the members voting thereon of the Council, in most instances.
- **Charter:** The Charter section of the Town Code addresses the role of the Council, Mayor, Deputy Mayor, Secretary and Treasurer. It also describes the organization of the Council meetings and responsibilities and appointment of certain Town Staff positions and advisory commissions. The Town Charter is issued and approved by the Delaware State Legislature. Any changes require an affirmative vote of a majority of the members voting thereon of Council to forward to the State Senator and State Representative for the Town of Millville. They may then sponsor a bill. A 2/3 majority of both houses must approve the bill that must not be vetoed by the Governor. The request should be made to coincide with when legislature is in session.
- **Delaware Code:** The State government code contains many requirements for the operation of the Town government and administration of meetings of the Council. Many of these requirements, such as open meeting laws (FOIA Title 29, Part X, Chapter 100) are also replicated within the municipal code to ensure there is broad awareness of such requirements. Title 22 of the Delaware Code contains most of its municipal provisions.
- **The Town of Millville Comprehensive Development Plan:** Is a State mandated ten (10) year plan that has the force of law which addresses current and proposed development plans and policies of the Town of Millville. It must be reviewed every five (5) years.
- **The Delaware Freedom of Information Act:** “It is vital in a democratic society that public business be performed in an open and public manner so that our citizens shall have the opportunity to observe the performance of public

officials and to monitor the decision that are made by such officials in formulating and executing public policy: and further, it is vital that citizens have easy access to public records in order that the society remain free and democratic.” The link to the FOIA act is <http://www.delcode.State.de.us/title29/c100/index.htm>. The link to additional information including the 2001 and 2004 supplements that give interpretations of the act by the attorney general is: <http:www.State.de.us/attgen/civil/foia.htm>.

- **The Town of Millville Whistleblower Protection Policy, as applicable to the Town Council and which is incorporated by reference.**

1. Orientation of New Council Members

It is important that members of the Council gain an understanding of the full range of services and programs provided by the Town of Millville. The Town Manager will arrange the orientation within the first 30 - 60 days of their appointment.

Each Councilmember will arrange a 30-minute conference call or meeting with the newly appointed member for a personal orientation within the first 30-60 days of their appointment.

2. Elected Officials

As the governing body of the Town of Millville, the Town Council provides the legislative function of the municipality. All members of Town Council, including those serving as Mayor, Deputy Mayor, Secretary, and Treasurer, have equal votes. No Council member has more power than any other Council member and all should be treated with equal respect.

3. Town Council

- a. Will determine the format for any formal meeting/reporting process (if any) between the Council and the Town Manager by an affirmative vote of a majority of the members voting thereon of the Council
- b. Serves as the legislative body/policy makers
- c. Enacts laws, provides policymaking authority, and demonstrates political leadership
- d. Defines public purpose through Town Council action and budget approval

- e. Borrows money for “proper municipal purposes”
- f. Appropriates money for the improvement, benefit, protection, and best interests of the Town
- g. Authorizes an annual audit
- h. Appoints Town Manager
- i. Regulates subdivision and land development as prescribed by ordinance
- j. Enacts and compiles ordinances, regulations, resolutions, and orders/rules of the Town
- k. Fully participates in Town Council meetings and initiates other public forums such as workshops/special meetings while demonstrating respect, professionalism, consideration, and courtesy to others
- l. Prepares in advance of Town Council meetings and is familiar with all agenda items
- m. Represents the Town at ceremonial functions
- n. Inspires public confidence in municipal government
- o. Demonstrates honesty and integrity in every action and statement.
- p. Participates in scheduled activities and reviews Town Council procedures to increase team effectiveness
- q. Determines the Town’s goals, objectives, agendas in its relationships with federal, State, and local governments and civic groups, and provides guidance for the Town on the ways or approaches to achieve these goals

4. Town Manager

The Town Manager is a full-time professional administrator who is responsible for the executive and administrative functions of the municipal government.

- a. Appointed by and serves at the pleasure of the Town Council
- b. Manages the day-to-day business of the local government
- c. Serves as the professional Chief Administrative Officer of the municipal organization

- d. Conducts the executive and administrative functions of the local government
- e. Possesses professional, executive, and administrative qualifications
- f. Collects and levies taxes as authorized by Town Council
- g. Institutes suit and initiates other legal actions for the recovery of unpaid tax and debt to the Town
- h. Implements Town Council policy through staffing and budgetary control
- i. Establishes with Town Council oversight, administrative procedures and policies
- j. Executes ordinances, resolutions, and laws enacted by the Town Council
- k. Provides administrative direction and control of appointed staff
- l. Prepares, administers, and manages the budget and other financial plans of the municipality
- m. Determines “how” - the manner, way, or best means - to accomplish Town Council policy and legislation
- n. Hires employees, evaluates their performance, and determines compensation (compensation is to be approved by Town Council via Resolution in the case of a new hire)

5. **Council Meetings**

a. **Communication to Council Members**

The Town Council is regularly informed of all meetings of the Town Council, Town Committees, and other pertinent information by e-mail. Unless otherwise requested, this will be the usual means of communication. On occasion, when a Special or Emergency meeting is called, the Town Manager's office will attempt to ensure that all Council members have been contacted, either by e-mail or telephone.

Town Council members have the responsibility of availing themselves of this information on a regular basis. It is also recommended that Council members inform the Town Manager's office when they will not be in Town or when their contact information changes, even for a short period of time.

b. Regular Meetings

- i. **Date, Time, and Place**. Regular meetings of the Council shall be held the second Tuesday of each month commencing at 7:00 p.m. in the Town Council Chambers, 36404 Club House RD, Millville, DE 19967, but the Council shall not hereby be prohibited from rescheduling such meetings from time to time during the year as need arises. (80 Del. Laws, c. 267) Charter section 9. (a)
- ii. **Cancelled Meetings**. When the day for any monthly meeting falls on a federal, State and county holiday, the monthly scheduled meeting shall be deemed cancelled unless otherwise provided by the Council.

c. Special Meetings

Special meetings of the Council may be called and held from time to time consistent with Charter section 9. (b), and FOIA.

d. Notice of Meetings

- i. **Town Charter Requirements**
 - **Regular Meetings**. Section 9.(a) of the Town Charter provides that the Town Council "shall meet regularly during the year...[at such] time and place...set by the Council each year at their organization meeting, but Council shall not be prohibited from rescheduling such meetings from time to time...as need arises."

- **Special Meetings.** Section 9. (b) of the Town Charter provides that notice of a special meeting (called by the Town Manager at the written request of the Mayor or any four members of the Council stating the day, hour, place, and subjects of the special meeting) must be deposited in the U.S. mail at the main post office of the Town at least 96 hours before the time set for the meeting. However, any member of Council may waive such notice by written, electronic or recorded telephonic message prior to or at the convening of the meeting. At such special meeting, the Council may only transact such business as identified in the written notice (or waiver) of meeting.

6. **FOIA Requirements**

- a. **Notice & Agenda.** 29 Del.C. Chapter 100 (The Delaware “Freedom of Information Act”) mandates that certain specific (but relatively simple) steps be taken to provide the public with notice of all meetings of a public body. (Note that the statute defines a “public body” in extremely broad and all-inclusive terms, so that not only is the Town Council included, but also any board, commission, committee, sub-committee, temporary, or even ad hoc committee appointed by the Council, or the Mayor is subject to “FOIA”). Although the notice requirements are relatively simple to comply with, many a public body has had some action taken by it invalidated because of some inadvertent omission or failure to comply with those requirements.
- b. **Regular Meeting.** 29 Del.C. 10004(e)(2) provides that: “All public bodies shall give public notice of their regular meetings and of their intent to hold an executive session closed to the public, at least 7 days in advance thereof. The notice shall include the agenda, if such has been determined at the time, and the dates, times, and places of such meetings; however, the agenda shall be subject to change to include additional items including

executive sessions or the deletion of items including executive sessions which arise at the time of the public body's meeting.” Section 10004 (e)(4)&(5) provide: “Public notice required by this subsection shall include, but not be limited to, conspicuous posting of said notice at the principal office of the public body holding the meeting and making a reasonable number of such notices available. When the agenda is not available as of the time of the initial posting of the public notice it shall be added to the notice at least 6 hours in advance of said meeting, *and the reasons for the delay in posting shall be briefly set forth on the agenda.*” In practice, public bodies are under an obligation to update their agenda on a continuing basis.

- c. **Special Meeting**. Section 10004(e)(3) provides: “All public bodies shall give public notice of the type set forth in paragraph 10004 (e)(2)... of any special or rescheduled meeting as soon as reasonably possible, but rescheduled meeting shall be defined as one to be held less than 7 days after the scheduling decision is made. *The public notice of a special or rescheduled meeting shall include an explanation as to why the notice required by paragraph 10004(e) (2) (i.e., 7 days’ notice) of this subsection could not be given.*” (emphasis added).

- d. **Open Meeting Requirements under FOIA**

- a. **Every Meeting Required to Be Open to The Public Unless Specifically Exempted by Statute.**

Section 10004(3) of FOIA provides that: “*Every meeting of all public bodies shall be open to the public except those closed pursuant to subsections (b), (c), (d) and (g) of this section.* Subsection (b) sets out the 9 specific grounds upon which a public body may call an “executive session” closed to the public. Subsection (c) sets out the procedures which a public body must comply with in order to call an executive session (see (3) (c) below). Subsection (d) allows the removal of any person from a public meeting who is “willfully and seriously disruptive” of the meeting. Subsection (g)

allows a public body to meet in an “emergency meeting, which is necessary for the immediate preservation of the public peace, health or safety, or to a meeting ... outside of its jurisdiction which is necessary for the immediate preservation of the public financial welfare.” (emphasis added). Unless the meeting *must* be open to the public.

- b. **What is a “meeting”?** FOIA defines a “meeting” as: “the formal *or informal* gathering of a *quorum* of the members of any public body for the purpose of *discussing or taking action* on public business.” (emphasis added). Many public bodies have been found to have violated the open meeting requirement for one of two related reasons related to the definition of a “quorum” which are sometimes not readily apparent to the public body: (1) the first is where a committee or sub-committee meets. Oftentimes, public bodies such as the Town Council (or the committees appointed by the Council or the sub-committees appointed by the committee) forget that the statutory definition of a “public body” includes not only the Town Council, but every committee, sub-committee, temporary, ad-hoc, or informal committee which ultimately traces its existence back to the Town Council; (2) the second is where the public body either inadvertently or deliberately attempts to circumvent the “quorum” requirement by having members of that public body meet in groups consisting of less than a quorum to discuss public business. Depending on the specific circumstances of such meeting(s), the Courts and Attorney General’s Office have not been hesitant to determine that such meetings resulted in a “constructive quorum” or that such “sub-quorum” meeting of the public body was itself an “ad hoc” committee, and in either event, such gathering(s) was in violation of FOIA because it was not properly noticed and/or was not open to the public.

This is not to say that members of Council cannot speak individually with other members of Council about public business on their own initiative (as opposed to some official or “unofficial” direction or request to do so); but all members of Council should be sensitive to the fact that such discussions, depending upon the specific facts of the discussion (e.g. timing, sequence, number involved) might be determined to be a violation of FOIA resulting in the invalidation of some later action taken by Council as a result of those discussions.

Members of Council also need to recognize that a “meeting” does not require the physical presence of those participating. A telephone conference call, a meeting in “ether space” via contemporaneous instant messaging, or even the circulation of a letter or memorandum or e-mails seeking to obtain a consensus (as opposed to the unilateral, “one-way” distribution of information to other members of Council) may easily, under the particular circumstances, be deemed a “constructive gathering of a quorum” in violation of FOIA.

c. Executive Sessions

Grounds for holding an executive session under 29 Del.C. 10004 (b):

- Discussion of an individual citizen's qualifications to hold a job or pursue training unless the citizen requests that such a meeting be open. This provision shall not apply to the discussion by a licensing board or commission which is subject to the provisions of § 8735 of this title, of an individual citizen's qualifications to pursue any profession or occupation for which a license must be issued by the public body in accordance with Delaware law.
- Preliminary discussions on site acquisitions for any publicly funded capital improvements.

- Activities of any law-enforcement agency in its efforts to collect information leading to criminal apprehension.
 - Strategy sessions, including those involving legal advice or opinion from an attorney-at-law, with respect to collective bargaining or pending or potential litigation, but only when an open meeting would have an adverse effect on the bargaining or litigation position of the public body.
 - Discussions which would disclose the identity of the contributor of a bona fide and lawful charitable contribution to the public body whenever public anonymity has been requested of the public body with respect to said contribution by the contributor.
 - Discussion of the content of documents, excluded from the definition of "public record" in § 10002 of this title where such discussion may disclose the contents of such documents.
 - The hearing of student disciplinary cases unless the student requests a public hearing.
 - The hearing of employee disciplinary or dismissal cases unless the employee requests a public hearing.
- d. **Personnel matters** - in which the names, competency and abilities of individual employees or students are discussed, unless the employee or student requests that such a meeting be open.¹⁾
- **Grounds to Hold.** As noted, Section 10004(b) of FOIA sets out nine specific grounds for holding an executive session, closed to the public. One of those ("Discussion of the content of documents, excluded from the definition of "public record" in § 10002 of this title where such discussion may disclose the

contents of such documents”) implicates another seventeen potential grounds, depending upon whether or not the contents of certain specified documents will be discussed. There is an entire body of Delaware law (consisting of court decisions and Attorney General Opinions) construing these nine exceptions to the open meeting requirement and the seventeen exceptions to the definition of “public record.” However, the important thing for all members of Council to recognize is that if the topic to be discussed is not clearly within one of the nine listed exceptions set out at Section 10004(b), at the very least, the Council should seek a legal opinion from the Town Solicitor as to whether the topic is a proper matter for an executive session under the case law of Delaware. FOIA places the burden of justifying the holding of a closed meeting on the public body, and since, under Section 10001, FOIA is to be “liberally construed” in favor of allowing public access, the Town must be able to overcome a presumption that the meeting should not have been closed to the public.

- **Notice Requirements.** As noted above, Section 10004 (e) (2) requires that, in order to hold an executive session (unless the need to hold an executive session legitimately arises at the time of the meeting), the posted agenda must contain notice of the public body’s “intent to hold an executive session closed to the public.” Additionally, Section 10004(e)(3) provides that “The purpose of such executive session shall be set forth in the agenda and shall be limited to the purposes listed in subsection (b)”. Consequently, a condition precedent to the ability of the Council to hold an executive session is that the timely-posted agenda for the meeting have included

not only the intent to hold an executive session but the express purpose(s) of the executive session which must be expressed as one or more of the nine permissible reasons to hold an executive session.

- **Procedure to Go into Executive Session.** Section 10004(c) of FOIA provides that: “A public body may hold an executive session closed to the public upon affirmative vote of a majority of members present at a meeting of the public body. *The vote on the question of holding an executive session shall take place at a meeting of the public body which shall be open to the public, and the results of the vote shall be made public and shall be recorded in the minutes. The purpose of such executive session shall be set forth in the agenda and shall be limited to the purposes listed in subsection (b) of this section. Executive sessions may be held only for the discussion of public business, and all voting on public business must take place at a public meeting and the results of the vote made public.* Thus: (1) a public body must convene in open session before it can go into an executive session; (2) a member of the Council must make a motion to go into executive session, which the motion must state the reason(s) for such executive session, and that motion must be seconded and passed by at least four members of the Town Council; (3) an executive session is only for the members of the public body calling the executive session, and those individuals (e.g. Town Manager, Town Solicitor, **Assistant Town Manager**, Town Clerk, outside consultant) whose presence is deemed necessary to the discussions being held in the executive session; (4) only *discussion* may take place during the executive session - there may be no voting, straw polls, or other consensus gathering

activities in the executive session; (5) when all members of the Council have had an opportunity to speak during the executive session, the Mayor declares the executive session closed and the Council returns to open session; (6) if, based upon (or in spite of) the discussion that took place in executive session, any member of Council desires to make a motion to take some action, that motion must be handled as any other motion (although, in order to maintain confidentiality of the executive session topic, such motions may be couched in “coded” or vague language, such as “I move to terminate the services of the employee whose conduct was discussed in executive session” or “I move that the Town Solicitor make the offer that was discussed in executive session”); (7) the Council cannot adjourn its meeting while in executive session - the Council must return to open session at which time a motion to adjourn may be made.

- Due to the confidential nature of matters discussed in executive sessions, those in attendance should not disclose the substance of those discussions under any circumstances except as required by law or court order. Any such disclosure could seriously impact upon the Council’s ability to implement a desired course of action or result in serious financial liability for the Town. Additionally, “leaks” from executive sessions seriously undermine the confidence of the Council members in each other with the result that the effectiveness of future executive sessions can be seriously jeopardized. Should a breach of the confidentiality accorded to matters discussed in executive session result in liability against the Town, it is possible that the person leaking that confidential information

might have liability to the Town for breach of their fiduciary duties to the Town.

e. **Nature of Meetings.** The Town Council consists of five citizens elected by the bona fide residents of the Town to represent the voters in making all decisions for the business and good government of the Town within the scope of authority delegated to the Town by the Delaware General Assembly through the Town Charter and applicable general statutes. Thus, the meetings of the Town Council are (except when the Council is acting in a quasi-judicial or administrative capacity) legislative in nature, and, although: (1) open to public observation and (2) open to such public participation (and in accordance with such limitations as the Town Council determines), Town Council meetings are just that: meetings of the Town Council, not “Town Meetings,” and not “public hearings” where citizens and property owners of the Town have a right to speak. Nevertheless, the Town Council has adopted the position or policy that members of the public shall be permitted to speak as set out in later sections of this document.

f. **Conduct of Meeting**

i. **Quorum.** A majority of the members elected to the Town Council shall constitute a quorum at any regular or special meeting; but a lesser number may adjourn from time to time and may compel the attendance of absent members in such manner and under such penalties as may be prescribed by Ordinance.

ii. **Presiding Officer.** The Mayor shall have the authority to preserve order at all Council meetings, to remove any person from any meeting of the Council for disorderly conduct, to enforce the rules of Council, and to determine the order of business under the rules of the Council. Traditionally, the Mayor consults and coordinates with the Town Manager for the development of the agenda for Council meetings. The Mayor shall also have the power to administer oaths and affirmations. The Mayor does not possess any power of veto. The

Mayor, or in the Mayor's absence, the Deputy Mayor, shall preside over all meetings of the Town Council. If both the Mayor and Deputy Mayor are not present, the Secretary or Treasurer shall preside. While so acting, that person shall assume and have all of the powers of the Mayor.

The Town Council has delegated to the Mayor (or other member Council presiding over the meeting) the responsibility of facilitating the orderly and efficient progress of Council meetings by:

- preventing the misuse of motions, the abuse of any privilege, or the obstruction of Council business by ruling any such matter out of order (subject to appeal to the full Council).
- keeping discussion focused on agenda items, controlling the order of speakers, encouraging speakers to keep their comments reasonably short, and encouraging the termination of debate when the Mayor is satisfied that all members of Council desiring to be heard on an issue have been heard and that further discussion will add nothing new to the debate; provided that nothing herein is intended to authorize the Mayor to limit debate or cut short discussion. The duration of any debate, or of any speaker's comments, may only be terminated by the entire Council present.

iii. Council Participation

- **Civility.** All members of Council (including the Mayor) shall always be courteous and respectful of all other members of the Council. Civility is always expected from all members of Council. In speaking of or addressing members of the public, the Town Staff, or other members of Council, all members of Council will generally refer to such persons as "Mr.," "Mrs.,"

or “Ms.” (or, if appropriate, as “Councilman” or “Councilwoman”) followed by their surname.

- **Active Participation Encouraged.** All members of Council are strongly encouraged to participate in the discussion during the Council’s deliberative process. Participation by each individual member will ensure that all important aspects of a topic are raised and considered by the Council and will provide members of the public with the basis and rationale of the Council’s legislative decisions. However, no member of Council is required to speak on any topic.
 - **Staying “On-Topic;” Voluntary Restraints on Council members.** All members of Council shall limit their comments to the subject matter, agenda item, or motion under consideration at the time, and shall endeavor to keep their comments focused and of reasonably short duration (but, subject to a motion to terminate discussion, members of Council shall govern themselves as to the length of their comments or duration). All members of Council shall refrain from seeking the floor again on any particular subject until all other members of Council desiring to be heard have had the opportunity to speak.
- iv. **Attendance by Public. Certain matters are subject to a public hearing that is specifically designated for public comment on that subject. For all other matters within the jurisdiction of the Council, public comment may be made at the designated time, usually noticed as citizens’ privilege.** At all regular and special meetings, public comment shall be permitted before or during consideration of any agenda item at the discretion of the Mayor,

unless the item is noticed for a public hearing ~~public comment~~.
~~Public comment is appropriate on any matter within jurisdiction of
the Council.~~

- v. **Rules of Decorum.** While the Council is in session, the members must preserve order and decorum. Each Councilmember shall conduct himself or herself with decorum and shall neither, by conversation or otherwise, delay nor interrupt the proceedings or the peace of the Council, nor disturb any member while speaking or refuse to obey the orders of the Mayor or Presiding Councilmember. No member of Town Council may leave his or her seat to walk across the dais, or converse privately, in such a manner as to speak off record or to interrupt the Council proceedings.

Town Council meetings shall be conducted in a fair and impartial manner that allows the business of the Town to be effectively undertaken. Citizens, Town staff and Councilmembers alike must be allowed to state their positions in a courteous atmosphere that is free of intimidation, profanity, personal affronts, threats of violence, or the use of Council as a forum for politics. All remarks shall be directed to the Town Council as a whole, not to Town staff or to the public in attendance. Members of the public shall not approach the dais without first seeking and obtaining the permission of the Mayor or presiding Councilmember. Warnings may be given by the Mayor at any time that a speaker does not conduct himself or herself in a professional and respectful manner and anyone whose loud, defiant, threatening, personal, vulgar, uncivil or abusive language or behavior impedes the orderly conduct of a Town Council meeting shall, at the discretion of the Mayor, be barred from speaking further and may be ejected from the meeting.

g. **Order of Business.**

Generally, the order of business to be followed for each Council meeting shall ordinarily be as set forth in the agenda for the

meeting. However, the Mayor may, at any time during the meeting, revise the order of business on his own volition or at the request of any member of Council if deemed desirable or expedient.

Typical Order of Business. The following agenda is typical of the general order of business for most meetings of the Town Council:

1. **Call to Order** - At the time set for the meeting, or within a few minutes thereafter, the Mayor will call the meeting to order. All members of the public shall become quiet and, to the extent seats are available, be seated.
2. **Roll Call** - Determination of Quorum - The Mayor shall state for the record that all members of Council are present with the exception of those members absent whose names shall be stated. If at least three members of Council are physically present at the meeting, a quorum exists. The Mayor shall also identify those of the following who are present: Town Manager, Town Staff, Town Solicitor, and other department heads or outside consultants retained by the Town. If a quorum is not present, there can be no meeting.
3. **Pledge of Allegiance** - To be led by the Mayor.
4. **Approval of Minutes of Regular and Special Meetings, Workshops, and Executive Sessions**⁵. Minutes of such meetings should ordinarily have been distributed to all members of Council with their “briefing package” at least the day of the meeting (if not several days before). Members of Council shall be prepared, at the meeting, to request corrections to the minutes. The Mayor shall then ask for a motion to accept the minutes (or as corrected should the need occur). Corrections shall be recorded in the minutes of the current meeting as corrections to the minutes of the meeting under consideration, and the Town Clerk shall, following the meeting, prepare revised minutes of the earlier meeting to include the corrections approved.

5. ~~Approval of Financial Report~~ **Treasurers Report** - The Mayor shall request the Treasurer to provide a brief summary report of the Town's finances since the last regular meeting.
6. **Administrative Matters**- Town Manager reports to the Town Council regarding the Town's current assets and liabilities, budget revenue and expenses, and updates on projects.
7. **Citizens' Privilege, Visitors, Presentations and Appointments** - ~~(If someone chooses to speak at the first Citizens' Privilege, she/he may not speak on the same topic at the second Citizens' Privilege.)~~
 - ~~The~~ Mayor shall invite members of the public to address the Council concerning any topic not **subject to a public hearing listed on the agenda**. Public comments on any topic not on the agenda will be heard at this time, and comments on agenda items will be heard at the point those items are reached and discussed by the Council. No member of the public may speak until recognized by the Mayor. Upon gaining the floor, each person shall identify himself/herself by name and address. No person shall be permitted to speak in excess of three minutes without approval of the Mayor or a majority vote of the full Council. No member of the public shall be allowed to speak again until all other members of the public desiring to speak have been recognized. No person shall be permitted to have the floor more than twice without the approval of the Mayor or a majority vote of the entire Council; *provided however*, that the Mayor may waive the limitation on the number of times a person may have the floor where such person seeks the floor to respond to a question posed by some other member of the public, but such responses shall be kept brief and focused on the question asked. Members of the public shall address their remarks to issues of public interest in

the community, shall conduct themselves civilly, and shall not make personal attacks on any citizen or any Town employee or official. Notwithstanding these guidelines, the Mayor (or the Council by an affirmative vote of a majority of the members voting thereon of Council) may terminate further public comment on any particular topic where it appears that the comments are repetitive, abusive, or otherwise making no contribution to the purpose of the meeting.

- The Mayor shall recognize any visiting dignitaries or officials and offer them an opportunity to address the Council.
 - The Mayor, or such other person as approved by the Mayor, shall make such special presentations as approved by the Mayor. Special presentations shall be coordinated with the Town Manager, placed on the agenda as a specific sub-topic of “Citizens’ Privilege, Visitors and Appointments,” and shall be limited to 15 minutes in duration unless a longer time is approved by Council.
 - The Mayor shall make such appointments (to appointive municipal offices, boards, commissions, or committees) as he is authorized to do by the Town Charter or general statute. If and as required by the Charter or general statute, such appointments shall be subject to confirmation by the Town Council. Immediately following such appointment, the Mayor may ask those appointed to stand and be recognized.
8. Public Hearings - Typically, public hearings will be scheduled before the Town Council’s regular business.

9. Old Business - Under “Old Business” shall be listed all open matters which had carried over from previous Town Council meetings and which a Council Member chooses to pursue. (There shall be no requirement that every unresolved matter which had appeared on a prior Town Council agenda be carried forward from meeting to meeting. Any items which do not appear on a Town Council agenda for three consecutive months shall be deemed resolved or abandoned and shall, if brought forward again, be placed under “New Business.”)

The Mayor at the conclusion of Council discussion on a topic that appears on a Town Council agenda as either Old or New Business and prior to a Council vote on the agenda item, may ask for comments from the public.

10. New Business - Under “New Business” shall be listed all new matters which the Mayor, any member of the Town Council, or the Town Manager seeks to have discussed or voted upon at the meeting. The agenda package distributed to members of Council in advance of the meeting shall contain all pertinent background information concerning such new business.

- a. When appropriate and available, Council members are encouraged to provide briefing material for agenda items they are sponsoring at a regular or special Town Council meeting. These materials, when possible, should be included with briefing materials prepared in advance of the upcoming meeting.*These materials are distributed to Council members and are available to the public in Town Hall approximately one week in advance of the meeting.

~~Citizen's Privilege - The Mayor shall invite members of the public to address the Council with any concerns. (If a citizen has spoken at the first citizen's privilege, the citizen will not be allowed to speak at the second citizen's privilege)~~

11. Adjournment - Upon the completion of all business listed on the agenda, the Mayor shall call for a motion to have the meeting adjourned.

h. Rules of Conduct.

- i. **Council Not Bound by Rules of Parliamentary Procedure.** It is the policy of the Millville Town Council not to become involved in entanglements over “parliamentary procedures.” The guiding principle for the conduct of Council meetings is that all members shall have a full and fair opportunity to be heard on any matter properly before Council, with consideration to the rights of other members of Council to be heard and the right of the Council as a whole to conclude its business within a reasonable period of time. Any issue of procedure relating to the conduct of the meeting (not otherwise provided for herein or by any applicable provision of the Town Charter, general statute, or Town ordinance) shall be decided by the Mayor, subject to appeal to the full Council. Notwithstanding the foregoing, the Mayor may consider “Robert’s Rules of Parliamentary Procedure” as a comparative resource in making his decision.
- ii. **Addressing the Meeting.**
 - **Obtaining the Floor.** Any member of Council wishing to speak must first obtain the floor by being recognized by the Mayor. The Mayor shall recognize any member of Council who seeks the floor when that member is entitled to have the floor.

- **Interruptions.** Once recognized, a Council member should not be interrupted while speaking by any other member of Council except where another member of Council raises a “point of order.” If any member of Council raises a point of order, the Council member having the floor shall cease speaking until the point of order has been decided.
- **Addressing Other Members of Council.** Verbal exchanges directly between members of Council should be generally avoided and comments should be directed to the Council as a whole. However, with the Mayor’s approval, any member of Council having the floor may address a question to another member of the Council and that member of Council may respond while the privilege of the floor remains in the Council member asking the question. However, no member of Council shall be obliged to answer a question put to him or her while another member of Council has the floor.
- **Voting.** All Council members present at a meeting when a question comes up for a vote are encouraged to vote for or against the measure unless they abstain because of a disqualification. Voting shall be by voice vote unless a roll call vote is requested by any member of Council. The Mayor shall announce the result of the vote. Pursuant to 29 Del.C. Section 10004(f), the minutes shall include a record, by individual members, of each vote taken and action agreed upon.
- **Abstention.** Unless a member of Council recuses himself/herself from participating in a meeting, all members physically present shall be counted towards the establishment of a quorum. Members of Council shall vote “aye” or “nay” or shall indicate that he/she is abstaining from voting on any

matter presented for a vote. *Members who abstain from voting are encouraged to publicly state their reason for not voting, then exit the Council Chambers until the vote is concluded.*


- **Tie Votes.** The Charter requires an affirmative vote of a majority of the members voting thereon to adopt a motion, any tie vote necessarily results in the motion's failure.

- **Motions for Reconsideration**
 - (a) Motions for reconsideration of a matter may be made at the same meeting or at the next succeeding meeting following a Council action.

 - (b) A proposed motion for reconsideration at the next succeeding meeting must comply with FOIA noticing requirements.

 - (c) Motions for reconsideration may only be made by a Councilperson that voted on the prevailing side of the Town Council on the action proposed to be reconsidered.

 - (d) Any member of the Council may second a motion for reconsideration.

- **Non-Observance of Rule.** Rules adopted to expedite and facilitate the transaction of the business of the Council in an orderly fashion shall be deemed to be procedural rules only,  and the failure to strictly observe any such rules shall not affect the jurisdiction of, or invalidate any action taken by the Council.

i. Motions.

- i. **Generally.** Any member of the Council, including the presiding officer, may make a motion; provided that, before the presiding officer makes a motion, he/she shall first offer the opportunity to make a motion to the other members of Council. Any member of the Council, other than the maker of the motion, may second the motion. Although, under most rules of parliamentary procedure, some motions do not require a second, all motions (other than points of order) shall require a second.
- ii. **Procedures for a Motion.**
 - No member of Council may make a motion unless they have the floor.
 - Upon a motion being made, the Mayor shall ask if there is a second to the motion. Any member of Council, other than the maker of the motion, may second the motion. A member may second a motion for purposes of debate and still vote against the motion. No motion may be considered or debated until it has received a second. Where a motion receives no second, the Mayor shall declare that the motion failed for lack of a second.
 - Once a motion has been properly made and seconded, the Mayor shall open the matter for discussion, offering the maker of the motion the first opportunity to speak on the motion. Thereafter, the Mayor shall recognize each other member of Council desiring to be heard on the motion.
 - While any motion is on the floor, any member of Council may move to amend such motion, and the motion to amend shall be dealt with in accordance with the same procedures governing a motion. Any motion to amend shall be voted upon prior to voting on the main motion. A main motion may be subject to more than one motion to amend.

- Once the matter has been fully discussed and the Mayor calls for a vote, no further discussion shall be in order, but upon the Mayor's calling the question, each member shall cast their vote "for" ("aye" or "yes") or "against" ("nay" or "no"), or state that they are "not voting" in such manner (by voice, hand, or roll call vote) to allow the minutes to reflect the vote of each member thereon. Notwithstanding the foregoing, any member of the Council may request the floor to explain the reasons for their vote (or for not voting), but no member of Council shall be required to explain the reasons for their vote (or for not voting), unless required by the Mayor or applicable law.

j. **Minutes; Recording of Meetings**

- i. *Minutes.* A record of Town Council meetings shall be made in the form of minutes and kept in the Town files. Minutes shall include final motions with votes. The minutes will include the names of public speakers and their business or group affiliation, if appropriate. Town Council discussions and comments shall be included in the minutes. Minutes are to be a factual record of the actions of the Town Council. Town staff shall amend minutes based on the recorded records of Town Council meetings but shall not rewrite minutes of a Town Council meeting unless directed to do so by a majority vote of the Town Council.
- ii. *Comments "For the Record."* If a Council member desires a comment to be included in the minutes, it is his or her responsibility to indicate that the Statement is "for the record" before making comments.
- iii. *Timing of Council Approval of Minutes.* Minutes of Council meetings should be submitted to the Council within approximately three weeks for review. Minutes of Town Council meetings are normally approved at the next regularly scheduled "Town Council Meeting."

- iv. *Audio Recording of Meetings.* Digital recordings are made at every meeting and stored on the Town’s server. These recordings serve to verify any disputed minutes taken by Town staff. The public can request a copy of the recording after filling out a FOIA form with the Town.
 - v. *Speakerphones.* Speakerphones are not permitted as an alternative to in-person attendance at Town Council meetings or any and all committee meetings of the Town of Millville. The frequency of members being out of Town as well as the possible technical difficulties make this form of attendance not acceptable in conducting Town business.
- k. **Public Hearings**
- i. **Nature of Public Hearing.** Public hearings are held by the Town Council for purposes of “Council consideration of public viewpoint on an issue.” As such, the Council remains free to exercise wide legislative discretion in taking (or not taking) any legislative action as a result of the comments received at a public hearing. However, where required by law, the Council’s decision must have some basis in the record of the hearing (as in re-zoning decisions).
 - ii. **Public Hearings are required for all issues related to the Town Zoning Code.** However, Council may choose to conduct a public hearing on any issue that is perceived to be of major public interest.
 - **Procedure.** The hearing shall be recorded by an audio recording device or a court stenographer and broadcast live on the internet. If deemed appropriate, a record of all documents and exhibits introduced during the hearing shall be maintained in the same manner as in “Appeals to Council.”
 - (a) The Mayor shall open the public hearing and State the purpose thereof.

(b) The Mayor, Town Manager or Secretary shall indicate on the record how notice of the hearing was provided.

(c) The Mayor shall announce the “ad hoc ground rules” for conducting the hearing, including by way of example, the order in which speakers shall be heard, that speakers must be recognized by the Mayor, must identify themselves by name and address, that they must speak so as to allow their voices to be recorded, they have certain time limits, that they may have the floor only a limited number of times, or that they may be gaveled down for repetitive or scurrilous statements.

(d) Where appropriate, the Mayor shall call upon the proper Town Official to provide necessary background or information pertaining to the subject of the hearing.

(e) Written communications and petitions concerning the subject matter of the hearing may be noted, read aloud, or summarized by the Mayor and made part of the record of hearing. Any member of Council may request that such a document be read aloud in whole or in part.

(f) The Mayor may open the floor to all persons desiring to speak. After all persons desiring to speak have been heard, the Mayor may, in his/her discretion, allow persons desiring to offer additional comments to have the floor.

(g) After being recognized by the Mayor, any member of the Council, the Town Attorney, or any member of the Town Staff may ask questions of any speaker, any

member of the Town Staff, or any other member of Council pertaining to the comments of any speaker. Interaction with the speaker should be limited to asking questions for clarification rather than an ongoing dialogue. Council members should avoid asking questions of a speaker as a method of extending that speaker's allocated time.

(h) After all persons desiring to be heard have had an opportunity to speak (subject to the foregoing), the Mayor shall declare the public hearing closed.

(i) The Mayor will then inquire if Council has any further questions. If there are no questions asked of those who have presented, the Mayor will declare that the Council will be addressing and voting on the issue. It is Council's policy to allow time for Council to give due consideration before discussion and voting on these matters. If, during its deliberations, the Council raises new issues and seeks additional public comment, the public hearing may be re-opened. The Council may also close the public hearing, but "leave the record open" by granting leave to specific persons so requesting the opportunity to submit written information on a specified matter. The Council may also elect to have its preliminary oral discussion and vote formalized in a written decision, and in such case, the oral discussion and decision of the Council subsequent to the public hearing shall be deemed to be "preliminary" in nature and the Council's decision shall not be deemed final

until reduced to writing and approved by a majority of the entire Town Council.

(j) Any hearing may, by majority vote of the entire Council, be recessed to or continued at a later time and date. Unless the time and date for the continued hearing shall be publicly decided and announced at the public hearing, public notice thereof shall be given in accordance with the same requirements as governed the initial notice of the public hearing.

l. Appeals To The Town Council

i. **Nature of Proceeding.** An appeal to the Town Council is an administrative or quasi-judicial proceeding established by certain provisions of the Town Charter or Town Code. Such a proceeding typically involves a particular person, entity, or property and a previous decision made or recommended by a member of the Town Staff or a committee or commission appointed by the Town Council. Although such appeal hearings are open to the public and the public is usually permitted to offer comments or opinions at some point in the hearing, the focus of the proceeding is upon the specific person, entity, or property which is the subject of the hearing and those having a unique interest in the outcome who desire to participate as formal parties (as opposed as to those who merely wish to offer a comment or opinion). Because of the potentially adversary nature of the hearing and the administrative or quasi-judicial role the Council plays in making a decision, greater concern must be had for “due process” in such a proceeding.

ii. **Procedure.**

- The hearing shall be recorded by an audio recording device. A “record” shall be maintained identifying all documents or other exhibits presented to the Council during the hearing by any participant. Each such document or exhibit shall be marked appropriately (e.g., “Hearing Exhibit No. 1, Hearing Exhibit No. 2”). Unless otherwise directed, all such documents or exhibits shall remain in the custody of the Town Manager as part of the record until final decision has been rendered (including the expiration of all-time limits governing an appeal to or review by a court of competent jurisdiction).
- The Mayor shall open the public hearing and state the purpose thereof.
- The Mayor, Town Manager or Secretary shall indicate on the record how notice of the hearing was provided. Copies of the public notice, together with proofs of posting, publication, and/or mailing, shall be introduced into the record by the Mayor, Town Manager, or appropriate Town Staff Member.
- The Mayor shall announce the “ground rules” that will govern the conduct of the hearing, including:
 - (a) The order in which parties or speakers will be heard.
 - (b) Whether witnesses offering testimony or evidence shall be sworn. If any witness is to be sworn, all witnesses shall be sworn.
 - (c) That witnesses and speakers must be recognized by the Mayor, must identify themselves

by name and address, and must speak so as to allow their voices to be recorded.

(d) That parties, witnesses, or questioners have certain reasonable time limits (if any).

(e) That parties or witnesses may be ruled out of order for repetitive, irrelevant, or scurrilous comments.

(f) That strict adherence to technical rules of evidence shall not be required, but the Council may accept any relevant evidence which responsible people would accept as trustworthy and dependable in making important decisions in their own personal lives. The Mayor may rule inadmissible any evidence or testimony he deems irrelevant or unworthy of any reasonable reliance and shall make such rulings in the event of an objection by any formal participant to the proceeding. Any decision by the Mayor may be appealed to the Council for a final ruling.

- Where appropriate, the Mayor shall call upon the proper Town Official to provide necessary background or information pertaining to the subject of the hearing. Such testimony, at this point in the proceeding, shall be “neutral” background information such as the nature of the application, the location of the property, the ordinances involved, and a summary of the administrative decision being appealed from, if any.
- Written communication and petitions concerning the subject matter of the hearing and received before or at the time of

the hearing shall be noted, read aloud, or summarized by the Mayor and made part of the record of the hearing. Any member of Council may request that such a document be read aloud in whole or in part.

- The Mayor shall then allow the party which has the burden of going forward with the evidence to proceed with that party's presentation. (If an appeal to the Council is "de novo," the applicant below shall present first; if the hearing is based on a record made before an administrative official of the Town, the party appealing that decision must present first).
- After each witness testifies, that witness shall be subject to questioning ("cross-examination") by any member of the Council, by the Council's attorney, and by any adverse party or his attorney. All questioners shall be first recognized by the Mayor.
- The Mayor may permit a witness to present additional testimony or evidence relevant to matters brought up during "cross- examination" ("re-direct testimony") which may be followed by additional questioning ("re-cross").
- After the party with the burden of going forward with the evidence has concluded the presentation of his case, the Mayor shall allow any formal adverse party (including the Town Staff if appropriate) to present their testimony and evidence in opposition. These witnesses shall be subject to the same procedure for "cross-examination," "re-direct," and "re-cross" as witnesses testifying for the initial party.
- After all formal adverse parties have been heard, the Mayor may, in his reasonable discretion, allow the initial party to

offer “rebuttal” testimony or evidence subject to the same procedures for direct and cross-examination, and may (in unusual circumstances) then allow brief “sur-rebuttal” testimony or evidence from the formal opposing party(s).

- At the conclusion of all testimony and evidence by all formal parties to the proceedings, the Mayor shall allow interested members of the public to speak briefly to offer their comments or opinions. Such speakers need not be sworn and shall not be subject to questioning or cross-examination, except by the members of the Council or the Council’s attorney.
- At the conclusion of the public comment portion of the hearing, the Mayor shall allow each formal party to offer a brief summation. The party with the burden of going forward with the evidence shall speak first, followed by each formal party in opposition. The Mayor may allow the first party to speak in summation, a brief opportunity for rebuttal. The Mayor may, prior to allowing summations, establish a reasonable time limit for each party, and the first party to speak must, if he desires to offer a rebuttal, reserve such time from the total time per rebuttal he is allotted.
- After all summations have been concluded, the Mayor shall declare the public hearing closed, subject to the Council’s right (e.g., majority vote) to “keep the record open” to allow formal parties to submit written information in the record on a specified matter or matters. (Such procedure should be used sparingly and only in unusual circumstances where the information could not have been reasonably anticipated or provided during the hearing).

- The Council may request that the formal parties submit post hearing briefs, to be submitted within a specified time limit. The Mayor shall then inquire of the Council if it desires to discuss the matter at that time or to postpone discussion until a later date. The Council may discuss the matter preliminarily and table further discussion until a later date or it may discuss and decide the matter at that time. If, during its deliberations, the Council raises new issues and seeks additional testimony or evidence, the public hearing may be re-opened, but again, such a procedure should be used sparingly and only in unusual circumstances. The Council may elect to have its preliminary oral discussion and vote formalized in a written decision, and in such case, the discussion and decision of the Council subsequent to the public hearing shall be deemed to be “preliminary” in nature and the Council’s decision shall not be deemed final until reduced to writing and approved by a majority of the entire Town Council.
 - Any hearing may, by majority vote of the entire Council, be recessed or continued to a later time and date. Unless the time and date for the continued hearing shall be publicly decided and announced at the public hearing, public notice thereof shall be given in accordance with the same requirements as governed the initial notice of the public hearing.
- iii. **Waiver of Rules-** Any of the foregoing rules may be waived by majority vote of the members of Council present when it is deemed that there is good cause to do so based upon the particular facts and circumstances involved.

- iv. **Non-Exclusive Rules-** The rules set forth are not exclusive and do not limit the inherent power and general legal authority of the Council, or of its Mayor, to govern the conduct of Town Council meetings as may be considered appropriate from time to time or in particular circumstances for purposes of orderly and effective conduct of the affairs of the Town.
- m. **Policy Decision-Making Processes**
 - i. **Standing Committees-** The Planning and Zoning Committee (Delaware State Code Title 22 Chapter 7.), Board of Assessment (Delaware State Code Title 29 Chapter 82) and the Board of Adjustment (9 Del. C. 1953, § 4913; 56 Del. Laws, c. 103, § 16; 56 Del. Laws, c. 241, § 14; 66 Del. Laws, c. 321, § 1.) and the Zoning Commission are the only standing committees that are mandated by State Law.
 - ii. **General Decorum for Town Council, Commissions and Committees**
 - **Purpose:** The actions of the Town Council, Ad-Hoc Committees, commissions, and committees of the Town of Millville have a significant impact on its residents. Public participation in the democratic process is strongly supported and actively encouraged. Ensuring that meetings are conducted in a professional and courteous manner will encourage broad public participation and mutual respect among participants in local government business.
 - **Decorum:** Each member of Millville’s Town Council, boards, commissions, and committees has the obligation to:
 - (a) Respect and adhere to the ideals of government, rules of law, principles of public administration and high ethical conduct in the performance of public duties

- (b) Provide fair and equal treatment for all persons and matters coming before the public body
- (c) Learn and study the background and purpose of items of business before voting
- (d) Faithfully perform all duties of office
- (e) Refrain from abusive conduct, personal charges, or verbal attacks upon the character, motives, ethics, or morals of other elected or appointed Town officials
- (f) Listen courteously, attentively, and tolerantly of all views expressed at public meetings and avoid interrupting other speakers
- (g) Faithfully attend all scheduled sessions/meetings as mandated for Town Council members
- (h) Abide by the State Code of Conduct as per Title 29 § 5806 of the Delaware Code, entitled “Code of Conduct”
- (i) Refrain from baseless accusations made to Town Officials (defined as Members of the Council, a Committee, Board, Commission, Task Force, or other multi-member body), and Town Employees.
- (j) Refrain from posting information detrimental to any Town Official on all public platforms that may be construed as hostile, defamatory or in any way detrimental to the character of the individual.

(k) Always respect the opinion and vote of all Town Council Members, as reasonable minds can and frequently do differ.

iii. Procedures for Enforcement

- **Complaint Process and Appeal Process** - A complaint alleging that the Decorum or Ethics Guidelines have been violated by any member of the Council, a Committee, Board, or Commission shall be filed in writing with the Millville Town Council (Council). If the Council believes the complaint alleges a violation of the State Code of Conduct, the Council shall refer the complainant to the Public Integrity Commission. If the Council does not believe the allegations invoke the State Code of Conduct, the Council shall promptly designate an individual(s) to conduct an investigation of the complaint and notify the Council, Town Manager and Town Solicitor in writing of the pending investigation. The person(s) designated by the Council shall complete the investigation by following the Pre-disciplinary Procedures and prepare written findings, conclusions, and recommended disposition within 60 days of the date the complaint was received by the investigator, unless an extension is granted in writing by the Council. A copy of investigator's written findings, conclusions, and recommended disposition shall be provided to the Council, Town Manager and Town Solicitor. Within ten business days of receipt of the investigator's written findings, conclusions, and recommended disposition, Council shall prepare a written recommended disposition of the complaint and forward by certified mail to the complaining party and the party complained against at their last known addresses. Additional copies of the recommended disposition shall be forwarded to

the investigator(s), the Town Manager, and the Town Solicitor. The recommended disposition shall not be implemented until the time for requesting a formal hearing has lapsed and no such hearing has been requested. A disposition involving discipline shall not be implemented except upon compliance with the pre-disciplinary procedures . The person complained against may, within ten business days following the date of the written recommended disposition based on finding a violation of the Decorum or Ethics Guidelines request in writing to Council a formal hearing before the Council. Additional copies shall be forwarded to the investigator(s), Town Manager and Town Solicitor.

- **Pre-disciplinary Procedures** - It is imperative that the individual(s) conducting the investigation thoroughly review the incident at hand. The investigation may entail interviewing other Town Officials, people present at the time of the incident, or other witnesses for details on the incident. Prior to holding a disciplinary hearing : 1) Gather the facts - the allegation, evidence, and the past record of the subject of the complaint; 2) Try to resolve the issue informally first. If this does not work, raise the matter formally without delay; 3) Inform the subject of the complaint in writing, explaining the reason for the hearing and when it will take place, allow the Town Official at least three working days' notice to prepare a case.
- **Enforcement** - The Council may recommend as appropriate any person found by a preponderance of evidence to have violated any provision of the Decorum or Ethics Guidelines any one or a combination of the following penalties: 1. A cease

and desist order as to violations of this Code of Ethics; 2. An order to disclose any reports or other documents or information requested by the Council; 3. To the extent applicable and available by law, discipline and reprimand, up to and including termination or removal from any position, whether paid or unpaid, including elected positions, only after notice and hearing as provided by law.

- **Reprimand** - A reprimand shall be administered to the individual by a resolution of reprimand by the Council. The resolution shall be prepared by the Council, Town Manager and Town Solicitor and shall be signed by the Mayor or, if the complaint is against the Mayor, the Deputy Mayor. If the Town Official objects to the content of such resolution, he or she may file with the Mayor or, if the complaint is against the Mayor, the Deputy Mayor, a request for review, stating the reasons for his or her objections and asking for a review of the content of the resolution of reprimand by the Council. The Council shall review the resolution of reprimand in light of the Council's findings and the request for review and may take whatever action, if any, appears appropriate under the circumstances. The action of the Council shall be final and not subject to further review or appeal except as may be otherwise provided by law.
- **Censure** - A resolution of censure shall be a resolution read personally to the individual in public. The resolution shall be prepared by the Council and shall be signed by the Mayor or, if the complaint is against the Mayor, the Deputy Mayor. The subject Town Official shall appear at a Council meeting at a time and place directed by the Council to receive the

resolution of censure. Notice shall be given at least 15 calendar days before the scheduled appearance, at which time a copy of the proposed resolution of censure shall be provided to the elected official. Within seven days of receipt of the notice, if the Town Official objects to the contents of such resolution, he or she may file with the Mayor or, if the complaint is against the Mayor, the Deputy Mayor, a request stating the reasons for objections and asking for a review of the content of the proposed resolution of censure by the Council. Such request will stay the administration of the censure. The Council shall review the proposed censure in light of the Council's findings and the request for review and may take whatever action, if any, appears appropriate under the circumstances. The action of the Council shall be final and not subject to further review or appeal except as may be otherwise provided by law. If no such request is received, the resolution of censure shall be administered at the time and place set. It shall be read publicly, and the individual shall not make any statement in support of or in opposition thereto, or in mitigation thereof. A censure shall be administered at the time it is scheduled whether or not the individual appears as required.

- **Removal** - If permitted by law, in addition to any other penalties that may be imposed, Council may make recommendation for removal of any violator of the Decorum or Ethical Guidelines if that member is found by the Council to have committed a serious violation.

iv. **Ethics Guidelines for Town Council Members, Commissions and Committees.**

- **Purpose:** While the Town Charter provides information on the roles and responsibilities of Council Members, the Mayor, Deputy Mayor, Secretary and Treasurer, guidance also needs to be provided on ethical issues and questions of right and wrong for public officials.

- **Ethics Guidelines:** Each member of Millville’s Town Council, boards, commissions, and committees has the obligation to adhere to the following ethical standards of conduct and actions that are compatible with the public interest and will.
 - (a) Represent and work for the common good of the Town and not for any private interest

 - (b) Refuse to accept gifts, invitations, favors, or promises of future benefits which compromise or tend to impair independent judgment or action

 - (c) Refrain from disclosing any information received confidentially concerning the business of the Town government: regarding the property, government, or affairs of the Town; or received during any closed session in accordance with FOIA (Freedom of Information Act)

 - (d) Decline any employment incompatible with public duty; disclose or recuse from matters involving a possible conflict of interest

 - (e) Maintain the highest standards of public conduct to maintain the public trust

(f) Abstain from conflict of interests, such as business or financial interests, which also include an interest arising from marriage, close personal relationships, business, political associations, etc.

(g) Disclose, on record, of private financial or other interests in matters affecting the Town

(h) Disclose, on record, of any substantial or controlling financial interest in contracts involving the sale of materials and services to the Town

(i) Disclose, on record, any legislation which may provide a financial benefit to the public official

(j) Avoid political activity in exchange for paid rewards or favors in legislation, which may provide a financial benefit to the individual or his/her family

v. **Council Member Appointments and Assignments-** The Mayor appoints, and the Town Council confirms Council Member assignments to committees, task forces and liaison roles. If the Council does not confirm a nomination, the Mayor will nominate another person for Council confirmation.

vi. **Council Member Participation in Community Activities-** From time to time, Council members may choose to participate in community activities, committees, events, and task forces. When a Council member participates in these types of activities, the Council member is acting as an interested party rather than acting on behalf of the Council.

- vii. **Policy Decision Making Process (Creation of Town Council Agenda Items)**- The Policy Decision-Making Process may be initiated by individual Council members, Boards and Committees, the Town Manager, or other staff members. These individuals or groups may request the full Council to consider the review or revision of existing policies or the consideration of new policies. Members of the public may request a member of Council to initiate the full Council's consideration.
- viii. **Agendas** - If a Council member or Town Manager wishes to have an item placed on the Town Council agenda or workshop, this information should be given to the Town Manager's Office two weeks prior to a scheduled meeting. Ideally, agendas should be posted up to 7 calendar days before the meeting time and in case of emergency up to 6 hours prior to the meeting. Items may be removed from the agenda at the time of the meeting by the Mayor or her/his designee.
- ix. **Briefing Packages** - When appropriate and available, Council members are encouraged to provide briefing material for agenda items they are sponsoring at a regular or special Town Council meeting. These materials, if possible, should be included with briefing materials prepared in advance of the upcoming meeting. These materials are distributed to Council members and are available to the public in Town Hall and on the Town website approximately one week in advance of the meeting.
- n. **Council Member Administrative Support**
 - i. **Mail**- Each member of Council has a mail slot located on the first floor of Town Hall. All general mail is opened and marked if all members of Council have received or are expected to receive the same mailing. Invitations are opened and marked advising if all members of Council have received or are expected to receive the same invitation.

- ii. **Letters Addressed to the Mayor and/or Council-** All letters addressed to the Mayor and/or members of Council requiring a response from the staff are copied to all members of Council with a note as to which staff person will be preparing a response for the mayor's signature.
- iii. **Response** -A copy of the response mailed, along with the original letters will be provided to each Council member.
- iv. **Correspondence Addressed to Individual Members of Council-** All letters addressed to individual members of Council requiring a response from the staff are copied to all members of the Council with a note as to which staff person will be preparing a response. Copies of the responses along with the original letters are provided to the full Council. Letters addressed to individual Council members that do not require a response from the staff but provide information on Council matters are copied to the full Council.
- v. **Council Correspondence-** All Council correspondence written with Town resources (letterhead, typing, staff support, postage, etc.) will reflect the position of the full Council, not individual members of Council's position. All Council member correspondence using Town resources will be copied to the full Council.
- vi. **Expense Reimbursement-**
 - **Local Travel Using a Private Vehicle-** Reimbursed at prevailing IRS guidelines including tolls when accompanied with receipts.
 - **Meetings-** All meetings requiring overnight stays, air/train travel, registration fees, etc., need to be approved by the Mayor (subject to notification and appeal by Town Council) prior to making any arrangements. Local meetings/dinners such as Sussex County Association of Towns, The Delaware

League of Local Governments, etc. are paid for by the Town. The Town pays for the Councilmember only.

- **Continuing Education Courses-** Professional Development and Training Courses that members of Council would like to attend are paid for including travel reimbursement. Check your Town mailbox and emails on a regular basis since these courses are held throughout the year. Members of Council are highly encouraged to attend courses that will benefit the Town. Council members who make an effort to keep current with developing technologies, as well as new regulations and procedures provide a valuable service to the Town of Millville.

vii. Protocol Administration

- Review of Council Protocols- the Council will review and revise the Town Council Protocols as needed.
- Adherence to Protocols- During Council discussions, deliberations and proceedings, the Mayor has been delegated the primary responsibility to ensure that the Council, staff, and members of the public adhere to the Council's adopted protocols.
- Town Solicitor- The Town Solicitor assists the Town Council and Town Manager as a legal resource to confer with and function as an advisor for providing legal opinion and advice regarding Town Council's protocols/ordinances and legal documents.

Approved:

Amended: